

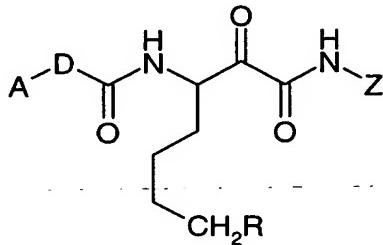
Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

In the Claims:

What is claimed is:

Claim 1 (Original): A compound of Formula (I):



(I)

or a salt, solvate, or physiologically functional derivative thereof wherein

A is the group defined by  $(Q^4)_p-(Q^3)_n-(Q^2)_m-(Q^1)-$ , wherein

$Q^1$  is heterocyclyl or heterocyclylene,

$Q^2$  is  $OC(O)$ ,  $C(O)$ ,  $N(H)C(O)$ ,  $C(O)N(H)C(O)$ ,  $S(O)_2N(H)C(O)$ ,  $S(O)_2$ , or  $N(H)S(O)_2$  and m is 0 or 1,

$Q^3$  is  $C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl,  $C_3-C_7$  cycloalkyl, aralkyl, aralkylene, aryl, arylene, heteroaryl, heteroarylene, heterocyclyl, or heterocyclylene, and n is 0 or 1, and

$Q^4$  is  $C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl, aryl, aryloxy, heteroaryl, halo, or cyano, and p is 0, 1, or 2;

D is O or S;

R is hydrogen or  $-N(R^1)-R^2-R^3$ ;

$R^1$  is hydrogen or  $C_1-C_6$  alkyl;

$R^2$  is  $C(O)$ ,  $C(O)O$ ,  $C(O)N(H)$ ,  $SO_2$ , or  $SO_2N(H)$ ;

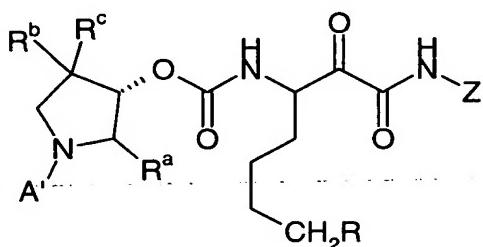
$R^3$  is hydrogen or  $C_1-C_6$  alkyl;

$Z$  is the group defined by  $-(X)_m-(X^1)$ , wherein

$X$  is  $C(R')(R'')$ , wherein  $R'$  is hydrogen or  $C_1-C_6$  alkyl,  $R''$  is hydrogen or  $C_1-C_6$  alkyl, and  $m$  is 0, 1, or 2; and

$X^1$  is aryl, heteroaryl, or heterocyclyl.

Claim 2 (Original): A compound of Formula (II):



II

or a salt, solvate, or physiologically functional derivative thereof wherein

$A'$  is the group defined by  $(Q^4)_p-(Q^3)_n-(Q^2)_m-$ , wherein

$Q^2$  is  $OC(O)$ ,  $C(O)$ ,  $N(H)C(O)$ ,  $C(O)N(H)C(O)$ ,  $S(O)_2N(H)C(O)$ ,  $S(O)_2$ , or  $N(H)S(O)_2$  and  $m$  is 0 or 1,

$Q^3$  is  $C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl,  $C_3-C_7$  cycloalkyl, aralkyl, aralkylene, aryl, arylene, heteroaryl, heteroarylene, heterocyclyl, or heterocyclene, and  $n$  is 0 or 1, and

$Q^4$  is  $C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl, aryl, aryloxy, heteroaryl, halo, or cyano, and  $p$  is 0, 1, or 2;

$R^a$  is hydrogen or oxo;

$R^b$  is hydrogen or  $C_1-C_6$  alkyl;

$R^c$  is hydrogen or  $C_1-C_6$  alkyl;

$R$  is hydrogen or  $-N(R^1)-R^2-R^3$ ;

R<sup>1</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>2</sup> is C(O), C(O)O, C(O)N(H), SO<sub>2</sub>, or SO<sub>2</sub>N(H);

R<sup>3</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

Z is the group defined by -(X)<sub>m</sub>-(X<sup>1</sup>), wherein

X is C(R')(R''), wherein R' is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl, R'' is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl, and m is 0, 1, or 2; and

X<sup>1</sup> is aryl, heteroaryl, or heterocyclyl.

Claim 3 (Original): A compound as claimed in claim 1, wherein m is 0, n is 0, and p is 0 and A is (Q<sup>1</sup>)-.

Claim 4 (Original): A compound as claimed in claim 1, wherein n is 0, p is 0 and A is (Q<sup>2</sup>)<sub>m</sub>-(Q<sup>1</sup>)-.

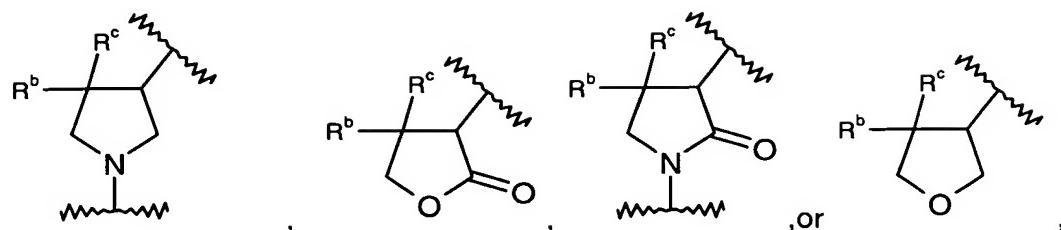
Claim 5(Original): A compound as claimed in claim 1, wherein p is 0 and A is (Q<sup>3</sup>)<sub>n</sub>-(Q<sup>2</sup>)<sub>m</sub>-(Q<sup>1</sup>)-.

Claim 6 (Original): A compound as claimed in claim 1, wherein m is 0, n is 1, p is 0, 1, or 2, and A is (Q<sup>4</sup>)<sub>p</sub>-(Q<sup>3</sup>)-(Q<sup>1</sup>)-.

Claim 7 (Original): A compound as claimed in claim 1, wherein Q<sup>1</sup> is heterocyclyl.

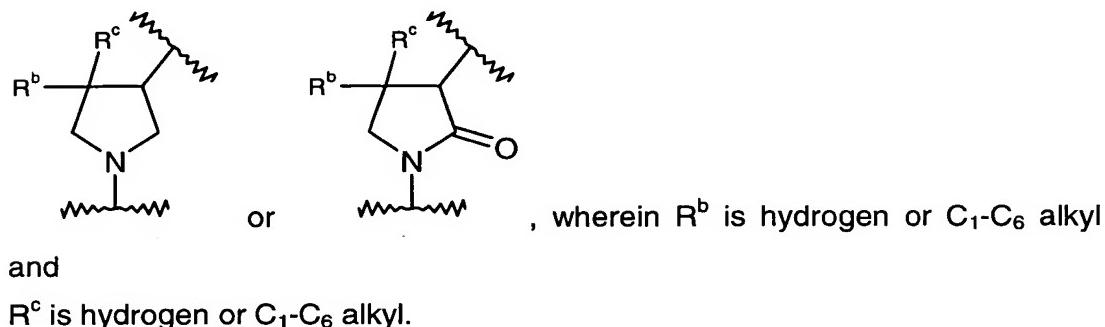
Claim 8 (Original): A compound as claimed in claim 1, wherein Q<sup>1</sup> is heterocyclylene.

Claim 9 (Original): A compound as claimed in claim 1, wherein Q<sup>1</sup> is selected from the group

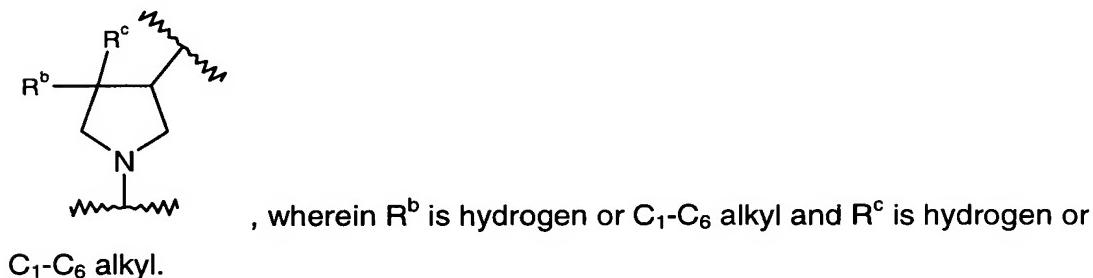


wherein  $R^b$  is hydrogen or  $C_1-C_6$  alkyl and  $R^c$  is hydrogen or  $C_1-C_6$  alkyl.

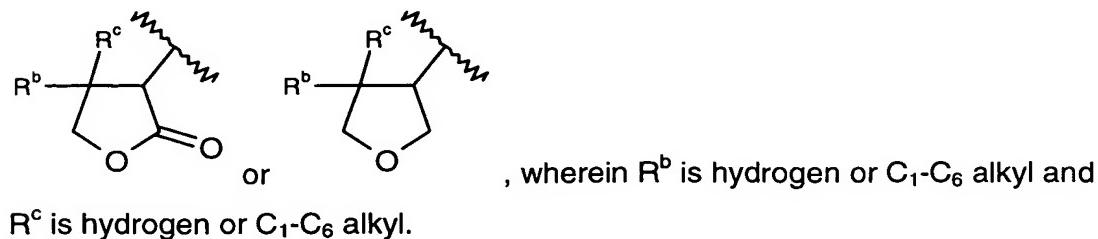
**Claim 10 (Original):** A compound as claimed in claim 1, wherein  $Q^1$  is selected from the group



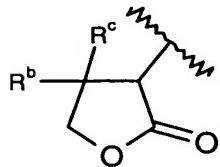
**Claim 11 (Original):** A compound as claimed in claim 1, wherein  $Q^1$  is



**Claim 12 (Original):** A compound as claimed in claim 1, wherein  $Q^1$  is selected from the group



Claim 13 (Original): A compound as claimed in claim 1, wherein Q<sup>1</sup> is selected from the group



, wherein R<sup>b</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl and R<sup>c</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl.

Claim 14 (Currently Amended): A compound as claimed in claim 1 or-2, wherein m is 1 and Q<sup>2</sup> is OC(O), C(O), N(H)C(O), S(O)<sub>2</sub>, or N(H)S(O)<sub>2</sub>.

Claim 15 (Currently Amended): A compound as claimed in claim 1 or-2, wherein m is 1 and Q<sup>2</sup> is OC(O) or C(O).

Claim 16 (Currently Amended): A compound as claimed in claim 1 or-2, wherein m is 1 and Q<sup>2</sup> is C(O).

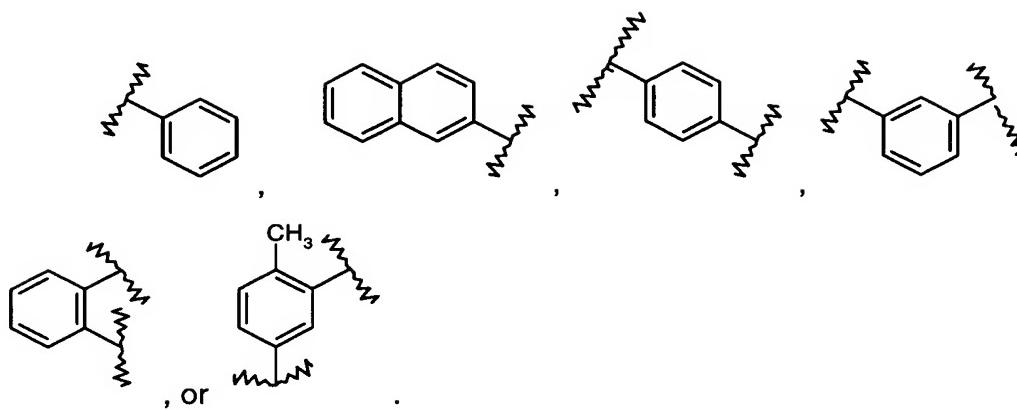
Claim 17 (Currently Amended): A compound as claimed in claim 1 or-2, wherein m is 1 and Q<sup>2</sup> is N(H)C(O).

Claim 18 (Currently Amended): A compound as claimed in claim 1 or-2, wherein m is 1 and Q<sup>2</sup> is S(O)<sub>2</sub>.

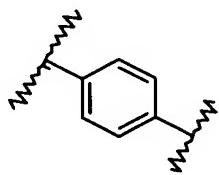
Claim 19 (Currently Amended): A compound as claimed in claim 1 or-2, wherein n is 1 and Q<sup>3</sup> is aryl or arylene, heteroaryl or heterarylene, heterocyclyl or heterocyclylene, or aralkyl or aralkylene.

Claim 20 (Currently Amended): A compound as claimed in claim 1 or-2, wherein, Q<sup>3</sup> is aryl or arylene.

Claim 21 (Currently Amended): A compound as claimed in claim 1 or-2, wherein Q<sup>3</sup> is selected from the group

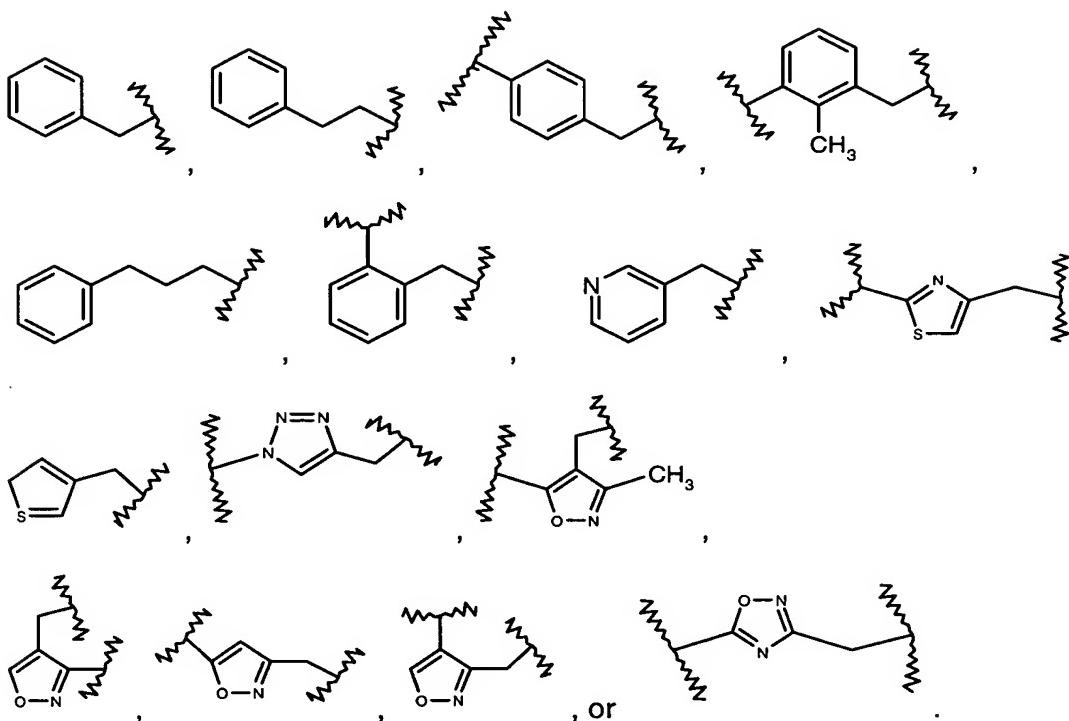


Claim 22 (Currently Amended): A compound as claimed in claim 1 or 2,  
wherein Q<sup>3</sup> is

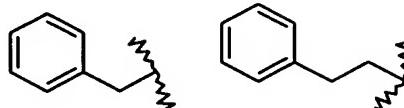


Claim 23 (Currently Amended): A compound as claimed in claim 1 or 2,  
wherein Q<sup>3</sup> is aralkyl or aralkylene.

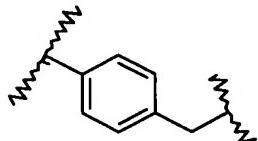
Claim 24 (Currently Amended): A compound as claimed in claim 1 or 2,  
wherein Q<sup>3</sup> is selected from the group



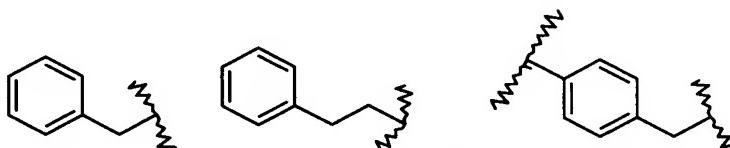
Claim 25 (Currently Amended): A compound as claimed in claim 1 or 2,



wherein Q<sup>3</sup> is selected from the group , , or



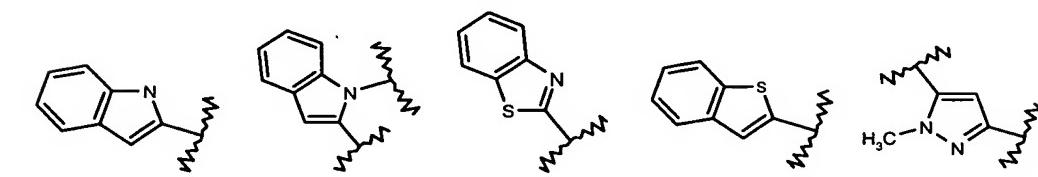
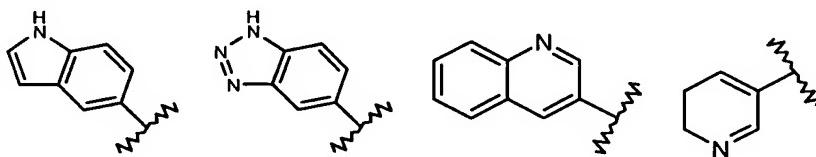
Claim 26 (Original): A compound as claimed in claim 2, wherein Q<sup>3</sup> is selected

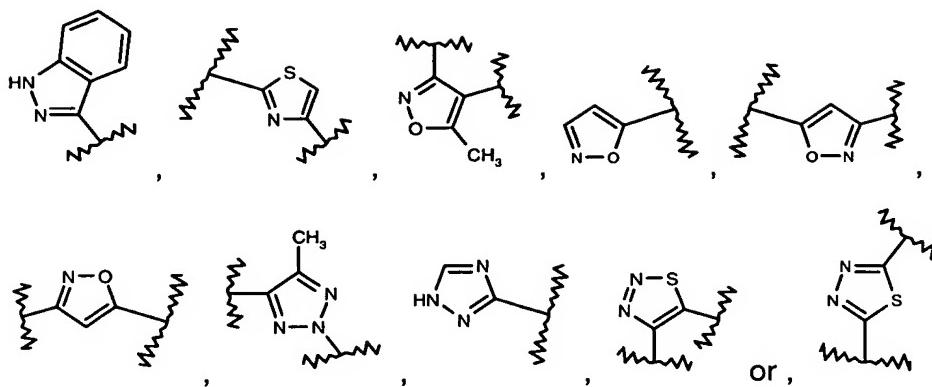


from the group , , or

Claim 27 (Currently Amended): A compound as claimed in claim 1 or 2,  
wherein Q<sup>3</sup> is heteroaryl or heteroarylene.

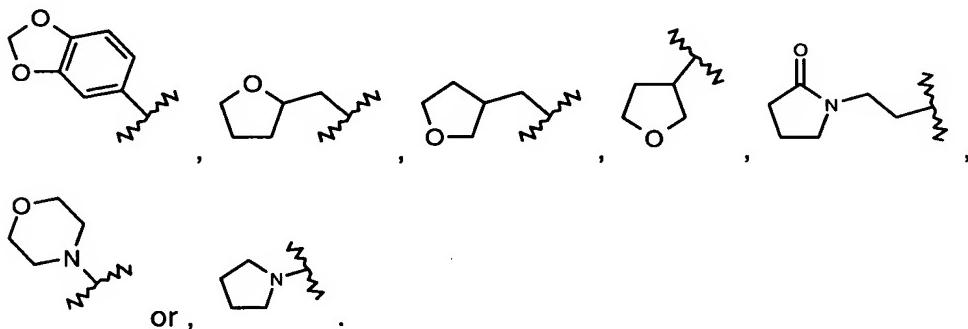
Claim 28 (Currently Amended): A compound as claimed in claim 1 or 2,  
wherein Q<sup>3</sup> is selected from the group





**Claim 29 (Currently Amended):** A compound as claimed in claim 1 or 2, wherein Q<sup>3</sup> is heterocyclyl or heterocyclylene.

**Claim 30 (Currently Amended):** A compound as claimed in claim 1 or 2, wherein Q<sup>3</sup> is selected from the group



**Claim 31 (Currently Amended):** A compound as claimed in claim 1 or 2, wherein Q<sup>4</sup> is methyl, tert-butyl, -CF<sub>3</sub>, phenyl, phenoxy, isoxazolyl, thiadiazolyl, thienyl, pyrazinyl, fluoro, chloro, cyano, and p is 1 or 2.

**Claim 32 (Currently Amended):** A compound as claimed in claim 1 or 2, wherein Q<sup>4</sup> is methyl, tert-butyl, -CF<sub>3</sub>, phenyl, phenoxy, and fluoro and p is 1 or 2.

Claim 33 (Currently Amended): A compound as claimed in claim 1 or 2, wherein Q<sup>4</sup> is methyl, and p is 1.

Claim 34 (Currently Amended): A compound as claimed in claim 1 or 2, wherein D is O.

Claim 35 (Currently Amended) A compound as claimed in claim 1 or 2, wherein R is hydrogen.

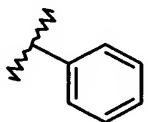
Claim 36 (Currently Amended): A compound as recited in claim 1 or 2, wherein m is 0 and Z is -(X<sup>1</sup>).

Claim 37 (Currently Amended): A compound as claimed in claim 1 or 2, wherein X is CHR", R" is hydrogen and m is 0, 1, or 2,

Claim 38 (Currently Amended): A compound as claimed in claim 1 or 2, wherein X is CHR", R" is -CH<sub>3</sub> and m is 1.

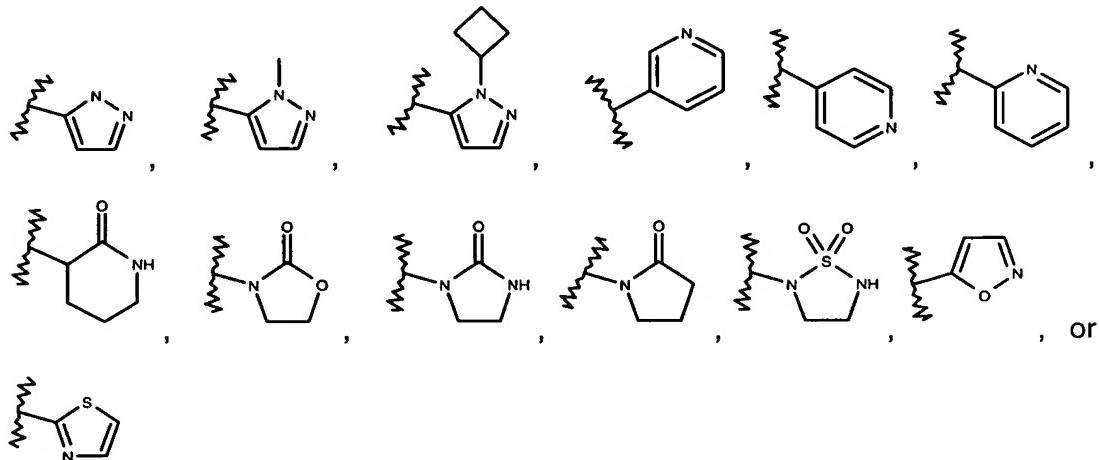
Claim 39 (Currently Amended): A compound as claimed in claim 1 or 2, wherein X<sup>1</sup> is aryl.

Claim 40 (Currently Amended): A compound as claimed in claim 1 or 2, wherein X<sup>1</sup> is



Claim 41 (Curently Amended): A compound as claimed in claim 1 or 2, wherein X<sup>1</sup> is heteroaryl or heterocyclyl.

**Claim 42 (Currently Amended):** A compound as claimed in claim 1 or 2, wherein  $X^1$  is



**Claim 43 (Original):** A compound as claimed in claim 1, selected from the group consisting of:

(3S)-4,4-dimethyl-2-oxotetrahydro-3-furanyl (1S)-1-(oxo{[(1R)-1-phenylethyl] amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-2-oxotetrahydro-3-furanyl (1S)-5-[(methylamino) carbonyl] amino)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(4S)-4-ethyl-4-methyl-2-oxotetrahydro-3-furanyl (1S)-1-(oxo{[(1R)-1- phenylethyl]amino}acetyl)pentylcarbamate;

1-benzyl-4,4-dimethyl-2-oxo-3-pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl] amino} acetyl) pentylcarbamate;

benzyl 4,4-dimethyl-2-oxo-3-[(oxo{[(1R)-1-phenylethyl]amino} acetyl) pentyl]amino}carbonyl)oxy]-1-pyrrolidinecarboxylate;

3S)-4,4-dimethyl-2-oxopyrrolidinyl (1S)-1-(1-hydroxy-2-oxo-2-{[(1R)-1- phenylethyl]amino}ethyl)pentylcarbamate;

(3R)-4,4-dimethyl-2-oxopyrrolidinyl (1S)-1-(1-hydroxy-2-oxo-2-{[(1R)-1- phenylethyl] amino}ethyl)pentylcarbamate;

1,4,4-trimethyl-2-oxo-3-pyrrolidinyl (1S)-1-(oxo{[(1R)-1- phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-benzyl-4,4-dimethylpyrrolidinyl 1-(oxo{[(1R)-1- phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-benzoyl-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-acetyl-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(phenylacetyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(5-isoxazolylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(4-methyl-1,2,3-thiadiazol-5-yl)carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(3-tert-butyl-1-methyl-1H-pyrazol-5-yl)carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(5-methyl-2-phenyl-2H-1,2,3-triazol-4-yl)carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1,3-benzodioxol-5-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1-benzothien-2-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(2-naphthoyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(5-methyl-3-isoxazolyl)carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-([1,1'-biphenyl]-4-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1H-indol-5-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1H-1,2,3-benzotriazol-5-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(3-phenoxyphenyl)acetyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(4-phenylbutanoyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(4-tert-butylphenyl)acetyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-{[2-(4-pyridinyl)-1,3-thiazol-4-yl]carbonyl}pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(5-methyl-3-phenyl-4-isoxazolyl)carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(1-methyl-1H-indol-2-yl)carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(3-quinolinylcarbonyl)pyrrolidinyl 1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-([1,1'-biphenyl]-4-ylacetyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(2-phenoxyphenyl)acetyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1H-indol-2-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(3-pyridinylacetyl)pyrrolidinyl 1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(1H-1,2,4-triazol-3-ylcarbonyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(3-methyl-5-isoxazolyl)acetyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1H-indazol-3-ylcarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-{[2-(4-methyl-1,2,3-thiadiazol-5-yl)-1,3-thiazol-4-yl]carbonyl}pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(2-(2-pyrazinyl)-1,3-thiazol-4-yl]acetyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(4-fluorophenyl)acetyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

[1,1'-biphenyl]-4-ylmethyl (4S)-3,3-dimethyl-4-[(((1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino)carbonyl]oxy]-1-pyrrolidinecarboxylate;

tetrahydro-2-furanyl methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

3-thienyl methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

(3S)-tetrahydro-3-furanyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

benzyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

2-phenylethyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

(1-phenyl-1H-1,2,3-triazol-4-yl)methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

2-(2-oxo-1-pyrrolidinyl)ethyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

tetrahydro-2H-pyran-2-yl methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

tetrahydro-3-furanyl methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

[3-methyl-5-(5-methyl-isoxazol-3-yl)-4-isoxazolyl]methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

2-(4-methyl-1,3-thiazol-5-yl)ethyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

(5-methyl-3-isoxazolyl)methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

[3-(2,6-dichlorophenyl)-5-methyl-4-isoxazolyl]methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

(2-methyl[1,1'-biphenyl]-3-yl)methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

[5-(2-thienyl)-1,2,4-oxadiazol-3-yl]methyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

(3R)-tetrahydro-3-furanyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

[1,1'-biphenyl]-4-yl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

4-phenoxyphenyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

3-phenoxyphenyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

2-naphthyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

4-(1,2,3-thiadiazol-4-yl)phenyl (4S)-3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

phenyl 3,3-dimethyl-4-[{[(1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentyl]amino}carbonyl]oxy]-1-pyrrolidinecarboxylate;

(3S)-1-(anilinocarbonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(benzylamino)carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;)

(3S)-4,4-dimethyl-1-[(2-phenylethyl)amino]carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(3-pyridinylcarbonyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(3,5-dimethyl-4-isoxazolyl)amino]carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(cyclohexylamino)carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(4-cyanoanilino)carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(4-(trifluoromethyl)anilino)carbonyl]pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-[(4-(trifluoromethyl)anilino)carbonyl]pyrrolidinyl (1S)-1-[oxo(1H-pyrazol-5-ylamino)acetyl]pentylcarbamate;

(3S)-1-[(5-fluoro-2-methylanilino)carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(4-morpholinylcarbonyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(1-pyrrolidinylcarbonyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-[(benzoylamino)carbonyl]-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-{{[(4-methylphenyl)sulfonyl]amino}carbonyl}pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-4,4-dimethyl-1-(phenylsulfonyl)pyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(benzylsulfonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1,3-benzodioxol-5-ylsulfonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl] amino} acetyl) pentylcarbamate;

(3S)-1-(2,3-dihydro-1,4-benzodioxin-6-ylsulfonyl)-4,4-dimethylpyrrolidinyl (1S)-1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

(3S)-1-(1,3-benzothiazol-2-yl)-4,4-dimethylpyrrolidinyl (1S)-1-[oxo(1H-pyrazol-5-ylamino)acetyl]pentylcarbamate;

(3S)-4,4-dimethyl-1-[5-(trifluoromethyl)-1,3,4-thiadiazol-2-yl]pyrrolidinyl (1S)-1-[oxo(1H-pyrazol-5-ylamino)acetyl]pentylcarbamate; and

(3S)-4,4-dimethyltetrahydro-3-furanyl 1-(oxo{[(1R)-1-phenylethyl]amino}acetyl)pentylcarbamate;

or a salt, solvate, or physiologically functional derivative thereof.

**Claim 44 (Currently Amended):** A pharmaceutical composition comprising a therapeutically effective amount of a compound as claimed in claim 1 claims 1 to 43, or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.

**Claim 45 (Currently Amended):** A method of treating a disorder in a mammal, said disorder being characterized by an imbalance between bone resorption and formation which can ultimately lead to fracture, comprising: administering

to said mammal a therapeutically effective amount of a compound as claimed in claim 1 claims 1 to 43 or a salt, solvate or a physiologically functional derivative thereof.

Claim 46 (Currently Amended): A method of treating a disorder in a mammal, said disorder being characterized by bone loss, comprising: administering to said mammal a therapeutically effective amount of a compound as claimed in claim 1 claims 1 to 43 or a salt, solvate or a physiologically functional derivative thereof.

Claims 47-48 (Cancelled):

Claim 49 (Currently Amended): A method of treating osteoporosis, comprising: administering to said mammal a therapeutically effective amount of a compound as claimed in claim 1 claims 1 to 43, or a salt, solvate or physiologically functional derivative thereof.

Claim 50 (Currently Amended): A method of treating osteoporosis, comprising: administering to said mammal therapeutically effective amounts of (i) a compound as claimed in claim 1 claims 1 to 43, or a salt, solvate or physiologically functional derivative thereof and (ii) at least one bone building agent.